

BYLAWS

THE LOS ANGELES-SAN DIEGO-SAN LUIS OBISPO RAIL CORRIDOR AGENCY

PREAMBLE

The Los Angeles-San Diego-San Luis Obispo Rail Corridor Agency is a Joint Powers Agency created at the recommendation of the Los Angeles-San Diego State Rail Corridor Study Group which recognized the need for a public agency to oversee increases in the level of intercity passenger rail service in the travel corridor between San Diego and Los Angeles. This agency has evolved as rail service has been extended to Ventura, Santa Barbara, and San Luis Obispo Counties and now includes all counties along the Pacific Surfliner Corridor from San Diego to San Luis Obispo County.

ARTICLE I - FUNCTIONS

The functions of the Agency to be accomplished in coordination with the Southern California Regional Rail Authority called for in Article 10 of Chapter 4 of Division 12 of the Public Utilities Code, Sections 130450-130455, are:

- Section A. Plan, recommend programs, promote and identify funding sources for improvements to intercity and commuter passenger rail services and facilities in the LOSSAN corridor, including the acquisition or leasing of rights-of-way, stations and station sites; the leasing or acquisition of equipment; and related activities.
- Section B. Negotiate for and accept funds to be expended for the purpose of providing and improving intercity and commuter passenger rail services and activities.
- Section C. Review and comment on facility, service, and operational plans and programs of the agency or agencies operating sub-corridor commuter rail service in the LOSSAN corridor.
- Section D. Coordinate facility, service, and operational plans and programs with other organizations providing passenger rail service in the Southern California Region, adjacent regions or with whom the agency may share common facilities, including the agency or agencies operating sub-corridor commuter rail service in the LOSSAN corridor, the BNSF Railway Corporation and Union Pacific or their successor corporations, and the National Railroad Passenger Corporation (Amtrak).
- Section E. Advocate improvements to services and facilities for the corridor before local, regional, state, and federal officials and agencies.

ARTICLE II - DEFINITIONS

- Section A. **Agency** means the Los Angeles-San Diego-San Luis Obispo Rail Corridor Agency.
- Section B. **Governing Board or Board** means the Board of Directors of the Agency.
- Section C. **LOSSAN** is the acronym for Los Angeles-San Diego-San Luis Obispo.
- Section D. **Voting member agencies** mean Los Angeles County Metropolitan Transportation Authority, Orange County Transportation Authority, San Diego Metropolitan Transit System, North County Transit District, San Diego Association of Governments, Ventura County Transportation Commission, Santa Barbara County Association of Governments, San Luis Obispo Council of Governments and California Department of Transportation.
- Section E. **Ex-officio non-voting member agency** means the Southern California Association of Governments, the National Railroad Passenger Corporation (Amtrak), and California High-Speed Rail Authority.
- Section F. **Regional Transportation Planning Agency** means an entity authorized to prepare a regional transportation plan pursuant to Government Code Section 65080.
- Section G. **Corridor City** means a city adjacent to the LOSSAN right-of-way.
- Section H. **Southern California Regional Rail Authority** means the institutional structure developed under Article 10 of Chapter 4 of Division 12 of the Public Utilities Code, Sections 130450-130455, for coordination of Southern California commuter rail passenger services in the counties of Los Angeles, Orange, Riverside, San Bernardino, and Ventura.
- Section I. **LOSSAN North** is defined as Ventura, Santa Barbara, and San Luis Obispo Counties.
- Section J. **LOSSAN South** is defined as Los Angeles, Orange, and San Diego Counties.
- Section K. **Fiscal Year** means from July 1 to and including the following June 30.
- Section J. The California State Rail Plan is prepared every two years by the California Department of Transportation as an examination of passenger and freight rail transportation in California, in accordance with Section 14036 of the Government Code.

ARTICLE III - MEMBERSHIP

Section A. Voting Members of the Governing Board

All powers of the Agency shall be exercised by the Governing Board. The Governing Board shall be selected and composed as follows and each member agency's appointee(s) shall have one vote unless otherwise noted:

1. Two members appointed by the Los Angeles County Metropolitan Transportation Authority; one from its own membership or former membership, and one from its own membership, former membership or selected by the Authority from a corridor city.
2. Two members appointed by the Orange County Transportation Authority selected from its own membership or former membership.
3. A member appointed by the San Diego Metropolitan Transit System selected from its own membership or former membership.
4. A member appointed by the North County Transit District selected from its own membership or former membership.
5. A member appointed by the San Diego Association of Governments selected from its own membership or former membership.
6. While three members of the Governing Board shall represent San Diego County (San Diego Metropolitan Transit System, North County Transit District, and San Diego Association of Governments), these three members shall have a total of two votes. This voting procedure shall be specified by separate agreement among the three San Diego County member agencies.
7. A member appointed by the Ventura County Transportation Commission selected from its own membership or former membership.
8. A member appointed by the Santa Barbara County Association of Governments selected from its own membership or former membership.
9. A member appointed by the San Luis Obispo Council of Governments selected from its own membership or former membership.
10. The Caltrans Director or designee.
11. Each voting member agency may appoint alternates to serve in the absence of the regular appointee.

Section B. Ex-Officio Member of the Governing Board

1. The Southern California Association of Governments shall be a non-voting, ex-officio member of the Governing Board and shall designate a representative to the Board. The ex-officio member may appoint alternates to serve in the absence of the regular appointee.
2. The National Railroad Passenger Corporation (Amtrak) shall be a non-voting, ex-officio member of the Governing Board and shall designate a representative to the board, preferably from its Board of Directors. The ex-officio member may appoint alternatives to serve in the absence of the regular appointee.
3. California High-Speed Rail Authority shall be a non-voting, ex-officio member of the Governing Board and shall designate a representative to the board, preferably from its Board of Directors. The ex-officio member may appoint alternatives to serve in the absence of the regular appointee.

ARTICLE IV - ADMINISTRATION

Section A. **In General** - The Officers shall consist of the Chair and a Vice-Chair, both of whom shall represent a voting member of the Governing Board, a Treasurer, Auditor, and other officers as the Agency deems necessary and as set out in these By Laws.

Section B. **Term of Office** - The Chair and Vice-Chair shall serve one-year terms of office.

Section C. **Election of Officers** - The Agency at its first meeting and at its first quarterly meeting every year thereafter, and at such other times as there may be a vacancy in either office, shall elect a Chair who shall preside at meetings and a Vice-Chair who shall preside in the Chair's absence.

Section D. **Executive Committee** - There shall be a maximum of 4 voting members including the Chair, Vice-Chair and Past Chair if available or one person appointed by the Board with the Executive Director serving as a non-voting member. Among these members, there shall be at least one member from LOSSAN North and LOSSAN South. The Executive Committee will meet as needed.

1. The Executive Committee shall have the authority and duty to:
 - a. Review and approve the agendas for the meetings of the Board as needed;
 - b. Provide direction to the Executive Director;

- c. Make recommendations as needed to the Board regarding the work program, budget, positions to be taken on issues, contracts, and all other matters within the jurisdiction of the agency;
- d. Evaluate Executive Director in conjunction with the Board;
- e. Monitor the function of all agency committees.
- f. Minutes of Executive Committee shall be circulated to the Board of Directors.
- g. Executive Committee is authorized to act in emergency situations but all actions must be reported to the Board.

Section E. **Appointment of Executive Director** - The Executive Director and such other officers as the Agency may deem necessary shall be appointed by a majority vote of the Governing Board.

- 1. The Executive Director will serve at the pleasure of the Governing Board, which shall determine conditions of employment, including compensation.
- 2. At the discretion of the Governing Board, duties of the Executive Director may be assigned to a voting member agency's staff person.
- 3. Contested personnel decisions of the Executive Director may be appealed to the Board of Directors by any affected person with a statement of cause or purpose. The Board may make a determination to hear or not hear the matter solely at the Board's discretion by majority vote.

Section F. **Removal of Officers** - Officers may be removed from office by a majority vote of the member agencies. Voting on removal shall take place no sooner than at the next regular meeting following the meeting at which a motion to remove officers was introduced. The motion should include the reasons for removal.

Section G. **Duties of Various Officers**

- 1. **Duties of the Chair** - The Chair shall, if present, preside at all meetings of the Agency and exercise and perform such other powers and duties as may from time to time be assigned to the Chair by the Agency or provided herein. In any case in which the execution of a document or the performance of an act is directed, the Chair, unless an act of the Agency otherwise provides, is empowered and directed to execute such document or perform such act.

2. **Duties of the Vice-Chair** - The Vice-Chair shall perform, in order, the duties of the Chair in his or her absence and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair.
3. **Chair Pro Tempore** - In the event of the absence of or inability to act of the Chair and Vice-Chair, the voting members present at any meeting of the Agency, by order entered in the minutes, shall select one of their voting members to act as Chair Pro Tempore, who, while so acting, shall have all the authority of the Chair.
4. **Duties of the Treasurer** - The Treasurer of one of the voting member agencies, designated by a majority of a quorum of the Governing Board, may serve as the Treasurer of the Agency. The Treasurer shall be the depository of funds and have custody of all funds of the Agency from whatever source. If staff from one member agency is performing the Executive Director functions, the Treasurer duties will be performed by another member agency.
 - a. The Treasurer shall comply with all duties imposed under California Government Code, Section 6500 et.seq.
5. **Duties of the Auditor** - The Auditor of one of the voting member agencies, designated by a majority of a quorum of the Governing Board, may serve as the Auditor-Controller of the Agency. The Auditor-Controller shall draw warrants or check warrants against the funds of the Agency in the Treasury when demands are approved by the Governing Board or such other persons as may be specifically designated in the Bylaws.
 - a. The Auditor shall comply with all duties imposed under California Government Code, Section 6500 et.seq.
6. **Duties of the Executive Director** - The Executive Director shall be an officer of the Agency. The powers and duties of the Executive Director are:
 - a. To administer the personnel system, including contract and non-contract employees, of the Agency.
 - b. To administer all contracts.
 - c. To cause to be prepared by a Certified Public Accountant and submitted to the Agency as soon as practical after the end of each fiscal year, a post audit of the financial transactions and records of the Agency for the preceding year.
 - d. To keep the Agency advised as to the needs of the Agency.
 - e. To have full charge of the administration of the business affairs of the Agency.

- f. To see that all ordinances, rules, and regulations, motions, or resolutions are implemented and enforced.
- g. To prepare and submit to the Agency on or before the last meeting of March of each year a proposed budget for the succeeding fiscal year.
- h. The Executive Director is authorized to take any or all of the following actions in relation to non-contract employees of the Agency.
 - (1) To hire employees at the appropriate salary range, as determined by the Board.
 - (2) To promote, transfer, suspend with or without pay, or discharge any employee.
- i. The Executive Director is authorized to make disbursements of funds of the Agency not to exceed \$5,000 each for the business of the Agency, provided that this limitation shall not apply to salary or to other disbursements that are necessary to meet contractual obligations that have been approved by the Agency per the authorized budget.
- j. The Executive Director is authorized to contract for and execute, on behalf of the Agency, supplies, equipment and materials, and personnel service contracts not to exceed \$5,000 without prior Agency approval.
- k. The Executive Director shall keep or cause to be kept a book of minutes of all meetings of the Agency.
- l. The Executive Director shall give or cause to be given notice of all meetings as may be required by law, by these By Laws, or by motion or resolution of the Agency.
- m. The Executive Director shall:
 - (1) Oversee the functions of the Treasurer and Auditor.
 - (2) Execute a bond with one or more corporate sureties approved by the Agency in the sum of \$250,000 payable to the Agency, conditioned upon the faithful performance of the duties of the office, and the payment of all money received by him according to law and the orders of the Agency.
 - (3) Prepare or cause to be prepared a written report filed with the Agency quarterly (July, October, January, and April) and circulated to the Board of each year reporting the amount of

money held, the amount and source of receipts since the last report, and the amount and recipient of the amounts paid out since the last report prior to the meeting.

- (4) Keep a full and complete record of all financial transactions and records of the Agency.
- n. The Executive Director shall define an annual work program and report annually to the Board on progress.
- o. The Executive Director shall have such other duties, powers, and responsibilities as may from time to time be assigned by the Agency.
- p. At the discretion of the Board, duties of the Executive Director may be assigned to a voting member agency' staff person.

Section H. **Committees**

1. **Technical Advisory Committee** - The Board shall form a Technical Advisory Committee (TAC) to review, on behalf of the Board, technical issues associated with the improvements in passenger rail service and related facilities in the LOSSAN corridor.
 - a. The membership of the Committee shall include representatives from the voting member agencies and Ex-Officio non-voting agencies as well as representatives from the California Public Utilities Commission, BNSF Railway, Union Pacific Railroad, Southern California Regional Rail Authority/Metrolink, and the Federal Railroad Administration.
 - b. Quorum - At least 5 members of the TAC, including at least one member from each county of Orange, San Diego, and Los Angeles and at least one member from LOSSAN North shall constitute a quorum.
 - c. All actions of the TAC require a majority vote of the voting members present.
2. The Board shall form other committees as necessary.
3. The Chair shall name all members of Board committees with consent of a majority of the Board.

ARTICLE V - MEETINGS

- Section A. **Agenda** - Matters to be placed on the agenda for any regular meeting may be filed with the Executive Director or the Chair of the Agency. The agenda for each regular meeting shall be prepared by the Executive Director. Copies of the

agenda shall be mailed or delivered to each member three working days prior to the regular meeting date. Formal action, other than appointment of the committee or subcommittee, will not ordinarily be taken with respect to any matter not included on the agenda unless a majority of the voting members of the Agency present at the meeting consent to such consideration.

Section B. **Regular Meetings** - Regular meetings of the Agency shall be held at least quarterly, on the date determined by the Chair. The meetings of the Agency will be held at a location at the discretion of the Board.

1. The meeting place may rotate among the member agencies.
2. The Chair shall announce the date and place of the next meeting.

Section C. **Special Meetings** - A special meeting may be called at any time by the Chair or, in the Chair's absence, by the Vice-Chair, in order, or by any six members by delivering personally or by mail written notice to the Executive Director and to each member. Such notice shall be delivered at least 24 hours before the time of such meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business transacted at such meeting. Such written notice may be dispensed with as to any member who at or prior to the time the meeting convenes files with the Secretary a written waiver of notice. Such waiver may be given by telegram or facsimile. Such written notice shall be deemed waived as to any member who is actually present at the meeting at the time it convenes.

Section D. **Quorum** -At least five of the voting member agencies of the Governing Board, including at least one member from each county of Orange, San Diego, and Los Angeles and at least one voting member from LOSSAN North shall constitute a quorum for the transaction of business and all official acts of the Agency.

Section E. **Ralph M. Brown Act** - All meetings of the Agency shall be called, noticed, and conducted in the manner prescribed in the California Government Code, Section 54950, et.seq.

Section F. **Committee of the Whole** - At any regular meeting not held because of a lack of a quorum, members present, if less than a quorum of the Agency, may constitute themselves a "Committee of the Whole" for purposes of discussing agenda matters or any other matter of interest to the members present. The committee shall automatically cease to exist if a quorum of the Agency is present at the meeting.

Section G. **Motions** - Only voting members may make and second motions.

Section H. **Actions of the Board** - All actions of the Board shall pass by a majority vote of the quorum.

ARTICLE VI - PROCUREMENT OF GOODS AND SERVICES

Section A. **In General** - The Agency may enter into contracts of any nature including, but not limited to, contracts to indemnify and hold harmless, to employ labor, and to do acts necessary and convenient for the full exercise of its powers. The Agency may contract with any public agency or with any other person or organization upon such terms and conditions as the approving authority finds are in the best interests of the Agency.

1. The Agency shall develop administrative procedures establishing proper procurement practices and authority to award contracts.
2. The Executive Director may authorize the purchase of goods or services for the Agency through the procurement department of any of the member agencies, counties, or other public agency if this would be advantageous to the Agency and if the purchase is conducted using acceptable contracting procedures. Approval of such purchases is restricted to the same level of approval authority as would be required were the Agency to conduct the procurement itself.

ARTICLE VII - BUDGET, DUES AND FINANCIAL RECORDS

Section A. **Budget Adoption** - Each year no later than the Agency's last meeting in March, the Executive Director shall submit for the Board's adoption the Annual Budget for the succeeding fiscal year. Approval of a majority of a quorum of the Board shall be required for adoption of the Budget and any amendments thereto.

Section B. **Board Approval of Expenditures**

1. The Board's approval of an Annual Budget shall be deemed approval of expenditures made in accordance with the approved Budget. All expenditures in excess of the designations and limitations of the approved Annual Budget and in excess of \$5,000 shall be made only upon the approval of a majority of a quorum of the Board.
2. The Board shall receive a quarterly report on expenditures of \$5,000 and less.
3. With respect to procurements of goods and services, approvals of contract awards shall be made in accordance with the Agency's administrative procedures, but payment of a contractor or consultant in accordance with the terms of an approved contract is authorized without further Board approval.
4. Approvals of expenditures for travel, conference and business-related activities and reimbursement of Board Members and Agency employees

for such expenditures shall be governed by the Travel, Conference and Business Expense procedures to be adopted by the Agency.

- Section C. **Dues.** The Member agencies shall be responsible for the payment annually, of dues and the amounts periodically budgeted by the Board, as and for the operating costs of the organization ("Dues"). Sixty (60) days notice shall be provided to Members of the date of the meeting at which any increase in the Dues is to be determined for the following year. If an increase in dues is proposed from the previous year, a majority affirmative vote of the total voting membership of the Board is required to set the new dues.
- Section D. **Books and Accounts** - A full and complete record of all financial transactions of the Agency shall be maintained by the Executive Director, with the support of the Auditor and Treasurer in accordance with practices established by, or consistent with those utilized by the Controller of the State of California for like public agencies. In particular, the Executive Director or designee, with the support of the Auditor and Treasurer, shall comply with the requirements of the statute governing joint power agencies, Chapter 5, Division 7, Title 1 of the Government Code commencing at Section 6500.
- Section E. **Audit Reports** - The Executive Director or designee and the Auditor shall cause to be prepared by an independent Certified Public Accountant an audit of the financial transactions and records of the Agency for the preceding year. The audit shall be presented as soon as practical after the close of each fiscal year. In addition, the Executive Director or designee shall prepare and file with the Agency quarterly reports as stated in Article IV, Section G6m(4).
- Section F. **Investment of Funds** - All funds of the Agency from whatever source shall be deposited with the Treasurer who shall have custody of the funds. All funds of the Agency will be invested in the manner and upon the conditions set forth in Government Code Section 53601. In the event that receipt of funds from a particular source shall be conditioned upon investment requirements for those funds, and furthermore, that those requirements do not conflict with Government Code Section 53601, the Treasurer shall invest such funds in compliance with the requirements of the funding source.
- Section G. Should any provision of these Bylaws be found invalid or unenforceable, the decision shall affect only the provision interpreted, and all remaining provisions shall be severable and enforceable.

ARTICLE VIII - AMENDMENTS

Amendments to these Bylaws may be proposed by a Board Representative. The Amendment shall be submitted to the Board at a meeting at least one month prior to the meeting at which

the Amendment is voted upon. A vote of two-thirds (2/3) of the total voting membership of the Board is required to adopt an Amendment.

CALIFORNIA HIGH-SPEED RAIL AUTHORITY

Date